

**JOINT PROJECT AGREEMENT BETWEEN
THE U.S. DEPARTMENT OF COMMERCE AND
THE INTERNET CORPORATION FOR ASSIGNED NAMES AND NUMBERS**

PREAMBLE

The U.S. Department of Commerce (Department) has an agreement (the Joint Project Agreement) with the Internet Corporation for Assigned Names and Numbers (ICANN) for the purpose of the joint development of the mechanisms, methods, and procedures necessary to effect the transition of Internet domain name and addressing system (DNS) to the private sector.

The Department continues to support private sector leadership in the innovation and investment that has characterized the development and expansion of the Internet around the globe. Furthermore, the Department continues to support the work of ICANN as the coordinator for the technical functions related to the management of the Internet DNS. Both Parties agree that preserving the security and stability of the Internet DNS is a priority, with ICANN's focus on DNS security matters being critical to this effort.

AGREEMENT BETWEEN THE PARTIES

In recognition of the Parties' desire to institutionalize the private sector technical coordination and management of the Internet DNS to the private sector, the Parties hereby agree as follows:

I. To strike Section V.B. from the Joint Project Agreement in its entirety and to substitute the following:

B. Department. The Department reaffirms its policy goal of transitioning the technical coordination of the DNS to the private sector in a manner that promotes stability and security, competition, bottom-up coordination, and representation. Consistent with this objective, the Department agrees to perform the following activities:

1. *Transparency and Accountability:* Continue to provide expertise and advice on methods and administrative procedures to encourage greater transparency, accountability, and openness in the consideration and adoption of policies related to the technical coordination of the Internet DNS;
2. *Root Server Security:* Continue to consult with the managers of root name servers operated by the U.S. Government and with other responsible U.S. Government agencies with respect to operational and security matters, both physical and network, of such root name servers and recommendations for improvements in those matters;
3. *Governmental Advisory Committee:* Participate in the Governmental Advisory Committee so as to facilitate effective consideration by ICANN of GAC advice on the public policy aspects of the technical coordination of the Internet DNS; and

4. *Monitoring:* Continue to monitor the performance of the activities conducted pursuant to this Agreement.

II. To strike Section V.C. from the Joint Project Agreement in its entirety and to substitute the following:

C. ICANN. ICANN reaffirms its commitment to maintaining security and stability in the coordination of the technical functions related to the management of the DNS and to perform as an organization founded on the principles of stability and security, competition, bottom-up coordination, and representation. In conformity with the ICANN Board-approved mission and core values, ICANN agrees to perform the following activities:

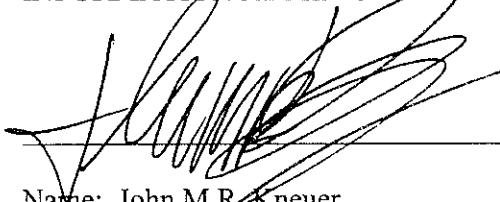
1. *Accountability:* To take action on the Responsibilities set out in the Affirmation of Responsibilities established by the ICANN Board in ICANN Board Resolution 06.71, dated September 25, 2006, (Responsibilities) and attached hereto as Annex A; and
2. *Reporting:* To publish, on or before December 31st of each year, an ICANN Annual Report that sets out ICANN's progress against the following:
 - a. ICANN Bylaws;
 - b. ICANN's Responsibilities; and
 - c. ICANN's Strategic and Operating Plans.

III. Strike Section VII from the Joint Project Agreement in its entirety and to replace it with:

- A. This Agreement will become effective upon signature of ICANN and the Department. This Agreement will terminate on September 30, 2009.
- B. In furtherance of the objective of this Agreement, and to support the completion of the transition of DNS management to the private sector, the Department will hold regular meetings with ICANN senior management and leadership to assess progress. In addition, the Department will conduct a midterm review of progress achieved on each activity and Responsibility that will include consultation with interested stakeholders.
- C. This Agreement may not be amended except upon the mutual written agreement of the Parties. Either Party may terminate this Agreement by providing one hundred twenty (120) days written notice to the other Party. If this Agreement is terminated, each Party shall be solely responsible for the payment of any expenses it has incurred. This Agreement is subject to the availability of funds.

IV. Except as specifically modified by this document, the terms and conditions of the Joint Project Agreement remain unchanged.

FOR THE NATIONAL
TELECOMMUNICATIONS AND
INFORMATION ADMINISTRATION:

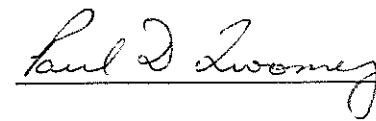


Name: John M.R. Kneuer

Title: Acting Assistant Secretary for
Communications and Information

Date: September 29, 2006

FOR THE INTERNET CORPORATION
FOR ASSIGNED NAMES AND
NUMBERS:



Name: Dr. Paul Twomey

Title: President and CEO

Date: September 29, 2006

ANNEX A

**AFFIRMATION OF RESPONSIBILITIES
for
ICANN's Private Sector Management**

Approved by the
ICANN Board of Directors
25 September 2006

ICANN shall continue in its commitment to the private sector management of the Internet DNS, by promoting the security and stability of the global Internet, while maintaining and promoting competition through its multi-stakeholder model.

ICANN hereby affirms and agrees to be guided by the following responsibilities:

- 1) Security and Stability: ICANN shall coordinate, at the overall level, the global Internet's systems of unique identifiers, and in particular to ensure the stable and secure operation of the Internet's unique identifier systems.
- 2) Transparency: ICANN shall continue to develop, test and improve processes and procedures to encourage improved transparency, accessibility, efficiency, and timeliness in the consideration and adoption of policies related to technical coordination of the Internet DNS, and funding for ICANN operations. ICANN will innovate and aspire to be a leader in the area of transparency for organizations involved in private sector management.
- 3) Accountability: ICANN shall continue to develop, test, maintain, and improve on accountability mechanisms to be responsive to global Internet stakeholders in the consideration and adoption of policies related to the technical coordination of the Internet DNS, including continuing to improve openness and accessibility for enhanced participation in ICANN's bottom-up participatory policy development processes.
- 4) Root Server Security and Relationships: ICANN shall continue to coordinate with the operators of root name servers and other appropriate experts with respect to the operational and security matters, both physical and network, relating to the secure and stable coordination of the root zone; ensure appropriate contingency planning; maintain clear processes in root zone changes. ICANN will work to formalize relationships with root name server operators.
- 5) TLD Management: ICANN shall maintain and build on processes to ensure that competition, consumer interests, and Internet DNS stability and security issues

Approved Resolution 06.71

are identified and considered in TLD management decisions, including the consideration and implementation of new TLDs and the introduction of IDNs. ICANN will continue to develop its policy development processes, and will further develop processes for taking into account recommendations from ICANN's advisory committees and supporting organizations and other relevant expert advisory panels and organizations. ICANN shall continue to enforce existing policy relating to WHOIS, such existing policy requires that ICANN implement measures to maintain timely, unrestricted and public access to accurate and complete WHOIS information, including registrant, technical, billing and administrative contact information. ICANN shall continue its efforts to achieve stable agreements with country-code top-level domain (ccTLD) operators.

- 6) Multi-stakeholder Model: ICANN shall maintain and improve multi-stakeholder model and the global participation of all stakeholders, including conducting reviews of its existing advisory committees and supporting organizations, and will continue to further the effectiveness of the bottom-up policy development processes. ICANN will strive to increase engagement with the Private Sector by developing additional mechanisms for involvement of those affected by the ICANN policies.
- 7) Role of Governments: ICANN shall work with the Government Advisory Committee Members to review the GAC's role within ICANN so as to facilitate effective consideration of GAC advice on the public policy aspects of the technical coordination of the Internet.
- 8) IP Addressing: ICANN shall continue to work collaboratively on a global and regional level so as to incorporate Regional Internet Registries' policy-making activities into the ICANN processes while allowing them to continue their technical work. ICANN shall continue to maintain legal agreements with the RIRs (and such other appropriate organizations) reflecting this work.
- 9) Corporate Responsibility: ICANN shall maintain excellence and efficiency in operations, including good governance, organizational measures to maintain stable, international private sector organization, and shall maintain relevant technical and business experience for members of the Board of Directors, executive management, and staff. ICANN will implement appropriate mechanisms that foster participation in ICANN by global Internet stakeholders, such as providing educational services and fostering information sharing for constituents and promoting best practices among industry segments.
- 10) Corporate Administrative Structure: ICANN shall conduct a review of, and shall make necessary changes in, corporate administrative structure to ensure stability, including devoting adequate resources to contract enforcement, taking into account organizational and corporate governance "best practices."